



**Extraordinary General Meeting of Shareholders
April 2, 2021**

Correspondence Table

Amendment of the Articles of Incorporation of the demerged company under the name “ALPHA BANK S.A.”, as a result of its demerger by way of hive-down of the banking business sector and of further update.

Brief description of the amendments:

- In Articles 3, 5, 8, 9, 10, 18 and 21, the only change that occurs is the replacement of the word “Bank” with the word “Company”, as a result of the hive-down of the banking business sector and of the fact that the demerged company will cease to be a credit institution.
- Articles 7, 14, 17, 19 and 23 are not amended.
- The remaining Articles, i.e. Articles 1, 2, 4, 6, 11-13, 15, 16, 20, 22 and 24 are amended and the respective amendments are analyzed, article by article, in the table below.
- After Article 24, a new Article is inserted, i.e. Article 25, and Article 25 of the current Articles of Incorporation, respectively, is renumbered to 26 (not amended in essence).

CURRENT WORDING	PROPOSED WORDING	EXPLANATION
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	<p>PREAMBLE</p> <p>By Decree dated March 10, 1918, published in the Official Gazette, Folio No. 62 of March 14, 1918, the Bank J.F. COSTOPOULOS & COMPANY, which had been operating in the city of Kalamata as a branch of the trading firm founded in 1879, was converted into a corporation under the name “BANK OF KALAMATA A.E.”.</p> <p>The Extraordinary General Meeting of the Shareholders of the Bank with the corporate name “ΑΛΦΑ ΤΡΑΠΕΖΑ ΑΝΩΝΥΜΗ ΕΤΑΙΡΙΑ”, which may also be written with a Latin transcription of the word “ΑΛΦΑ” as “ALPHA ΤΡΑΠΕΖΑ ΑΝΩΝΥΜΗ ΕΤΑΙΡΙΑ”, of April 2, 2021 resolved on the demerger of the Bank (demerged company) through a sector hive-down and the establishment of a new company (beneficiary company) according to the provisions of article 16 of Law 2515/1997 and articles 54 par. 3, 57 par. 3, 59-74 and 140 of Law 4601/2019, as in force.</p> <p>As a result of the demerger, the demerged company “ΑΛΦΑ ΤΡΑΠΕΖΑ ΑΝΩΝΥΜΗ ΕΤΑΙΡΙΑ”, ceased to be a credit institution.</p>	<p>Insertion of a preamble where:</p> <p>i. par. 1 of Article 1 of the current Articles of Incorporation pertaining to the establishment of the Bank as a Société Anonyme is transferred,</p> <p>ii. a reference is made to the resolution of the competent corporate body on the demerger of the Bank (demerged company) by way of hive-down of the banking business sector and the establishment of a new company (beneficiary company) according to the provisions of article 16 of Law 2515/1997, of article 54 par. 3, of article 57 par. 3 as well as of articles 59-74 and 140 of Law 4601/2019, as in force, and</p> <p>iii. it is stated that, due to the demerger, the demerged company ceases to be a credit institution.</p>
<p>ARTICLE 1 - CORPORATE NAME</p> <p>1. By a Decree dated March 10, 1918 (published in the Official Gazette, Folio No 62 of March 14, 1918), the Bank J.F. COSTOPOULOS & COMPANY, which had been operating in the city of Kalamata as a branch of the trading firm founded in 1879, was converted into a société anonyme under the name “BANK OF KALAMATA S.A.”.</p> <p>2. The Bank bears the corporate name “ΑΛΦΑ ΤΡΑΠΕΖΑ ΑΝΩΝΥΜΗ ΕΤΑΙΡΙΑ”, which may also be written with a Latin transcription of the word “ΑΛΦΑ” as “ALPHA ΤΡΑΠΕΖΑ ΑΝΩΝΥΜΗ ΕΤΑΙΡΙΑ”. Its trade name is “ALPHA BANK”.</p> <p>3. The corporate name “ALPHA BANK S.A.” is used in all transactions of the Bank abroad.</p>	<p>Article 1 - Corporate Name</p> <p>1. The Company bears the corporate name “ALPHA ΥΠΗΡΕΣΙΩΝ ΚΑΙ ΣΥΜΜΕΤΟΧΩΝ ΑΝΩΝΥΜΗ ΕΤΑΙΡΕΙΑ”. Its trade name is “ALPHA ΥΠΗΡΕΣΙΩΝ ΚΑΙ ΣΥΜΜΕΤΟΧΩΝ”.</p> <p>2. The corporate name “ALPHA SERVICES AND HOLDINGS S.A.” and the trade name “ALPHA SERVICES AND HOLDINGS” are used in all transactions of the Company abroad.</p>	<p>Par. 1 of Article 1 of the current Articles of Incorporation is deleted and transferred to the first paragraph of the preamble, and par. 2 and 3 of the same article, respectively, are renumbered and amended as follows:</p> <p>Due to the demerger and the change of the demerged company’s business activity, its corporate name will be “ALPHA ΥΠΗΡΕΣΙΩΝ ΚΑΙ ΣΥΜΜΕΤΟΧΩΝ ΑΝΩΝΥΜΗ ΕΤΑΙΡΕΙΑ” and its trade name will be “ALPHA ΥΠΗΡΕΣΙΩΝ ΚΑΙ ΣΥΜΜΕΤΟΧΩΝ”.</p> <p>The corporate name “ALPHA SERVICES AND HOLDINGS S.A.” and the trade name “ALPHA SERVICES AND HOLDINGS” will be used in all transactions of the Company abroad.</p>

<p>ARTICLE 2 - REGISTERED OFFICE</p> <p>1. The Bank's registered office shall be in Athens, in the Attica Prefecture.</p> <p>2. By resolution of the Bank's Board of Directors:</p> <p>(a) branches, offices, agencies or other operating units of the Bank may be established and/or abolished in Greece or abroad, and</p> <p>(b) the terms of operation as well as the nature and the range of operations of the aforementioned units are determined.</p>	<p>Article 2 - Registered Office</p> <p>1. The Company's registered office shall be in Athens, in the Attica Prefecture.</p> <p>2. By resolution of the Company's Board of Directors:</p> <p>(a) branches, offices or agencies of the Company may be established and/or abolished in Greece or abroad, and</p> <p>(b) the terms of operation as well as the nature and the range of operations of the aforementioned units are determined.</p>	<p>Replacement of the word "Bank" with the word "Company".</p> <p>Deletion from item (a) of par. 2 of the words "other operating units", as the demerged company will cease to be a credit institution.</p>
<p>ARTICLE 3 - DURATION</p> <p>The duration of the Bank is set for one hundred and eighty-two years (182), commencing on March 10, 1918 and terminating on March 10, 2100. It may be extended, following an amendment of the present article by a resolution of the General Meeting of Shareholders.</p>	<p>Article 3 - Duration</p> <p>The duration of the Company is set for one hundred and eighty-two (182) years, commencing on March 10, 1918 and terminating on March 10, 2100. It may be extended, following an amendment of the present article by a resolution of the General Meeting of Shareholders.</p>	<p>Replacement of the word "Bank" with the word "Company".</p>

<p>ARTICLE 4 - SCOPE OF BUSINESS</p> <p>1. The scope of business of the Bank shall be to provide services and to engage, on its own account or on behalf of third parties, in Greece and abroad, independently or collaboratively, in any and all operations and activities allowed to credit institutions, in accordance with the legislation in force.</p> <p>2. In order to serve the scope of business described in par. 1, the Bank may perform any kind of action, operation or transaction which, directly or indirectly, is pertinent, complementary or auxiliary to it.</p>	<p>Article 4 - Scope of Business</p> <p>1. The scope of business of the Company shall be:</p> <p>(a) the direct and indirect participation in domestic and/or foreign companies and undertakings that already exist or to be established, of any form and object whatsoever,</p> <p>(b) the design, promotion and distribution of insurance products in the name and on behalf of one or more insurance undertakings in the capacity of insurance agent in accordance with the applicable legislation,</p> <p>(c) the provision of supporting accounting and tax services to affiliated companies and third parties as well as the elaboration of studies on strategic and financial management and</p> <p>(d) the issuance of securities for raising regulatory capital.</p> <p>2. In order to serve the scope of business described in par. 1, the Company may in particular:</p> <p>(a) establish branches in Greece or abroad, subsidiaries or undertakings and form joint ventures in Greece or abroad;</p> <p>(b) participate in any company or undertaking of any form whatsoever, newly- established, operating or not in Greece or abroad;</p> <p>(c) cooperate in any way and conclude any kind of agreements with any natural or legal person or organization; and</p> <p>(d) guarantee and issue letters of guarantee in favor of the companies in which it participates, and/or provide loans or credit of any form to the companies in which it participates as well as carry out any kind of action, operation or transaction which, directly or indirectly, is pertinent, complementary or auxiliary to serving its scope of business.</p>	<p>Replacement of the word "Bank" with the word "Company".</p> <p>Amendment of the Company's scope of business due to the change of the business activity of the demerged company, which will cease to operate as a credit institution.</p>
<p>ARTICLE 5 - SHARE CAPITAL AND SHARE CAPITAL HISTORICAL EVOLUTION</p> <p>(the text of this article refers to the historical evolution of the share capital of the Bank and is omitted due to its great length)</p>	<p>Article 5 - Share Capital and Share Capital Historical Evolution</p> <p>(the text of this article refers to the historical evolution of the share capital of the Bank and is omitted due to its great length)</p>	<p>Replacement of the word "Bank" with the word "Company".</p>
<p>ARTICLE 6 - INCREASE OF SHARE CAPITAL</p> <p>1. The Bank's share capital may be increased following a General Meeting resolution adopted by increased quorum and increased majority (ordinary increase), unless the increase is implemented on an extraordinary basis (extraordinary increase) pursuant to the relevant legislation in force and as defined hereunder.</p>	<p>ARTICLE 6 - Increase of Share Capital</p> <p>1. The Company's share capital may be increased following a General Meeting resolution adopted by increased quorum and increased majority (ordinary increase), unless the increase is implemented on an extraordinary basis (extraordinary increase) pursuant to the relevant legislation in force and as defined hereunder.</p>	<p>Replacement of the word "Bank" with the word "Company".</p> <p>In par. 6 of this article deletion of the word "other", as the demerged company will cease to operate as a credit institution.</p>

<p>2. By resolution of the General Meeting and for a period that cannot exceed five (5) years, the Board of Directors may be granted the right to increase the share capital, either partially or totally, following a resolution adopted by a majority of at least two-thirds (2/3) of its Members, by issuing new shares equal to an amount that cannot exceed three (3) times the existing capital when the hereon authority was provided to the Board of Directors for the capital increase.</p> <p>3. The authorization of the Board of Directors as per paragraph 2 may be renewed by a resolution of the General Meeting for a period that cannot exceed five (5) years for each renewal and shall enter into force upon the expiration of the validity period of the previous authorization.</p> <p>4. The above apply accordingly in the case of a decision to issue a bond loan with convertible bonds as well, as per article 71 of Law 4548/2018.</p> <p>5. If the Bank has already issued several categories of shares among which the voting rights or the profit participation or the distribution of the product of liquidation differ, it is possible to increase the capital through shares of only one of these categories.</p> <p>6. The amounts, as well as Shareholders' deposits, intended to cover share capital increases, are deposited in a special account held by the Bank in any other bank legally operating in Greece or in a country of the European Economic Area.</p>	<p>2. By resolution of the General Meeting and for a period that cannot exceed five (5) years, the Board of Directors may be granted the right to increase the share capital, either partially or totally, following a resolution adopted by a majority of at least two-thirds (2/3) of its Members, by issuing new shares equal to an amount that cannot exceed three (3) times the existing capital when the hereon authority was provided to the Board of Directors for the capital increase.</p> <p>3. The authorization of the Board of Directors as per paragraph 2 may be renewed by a resolution of the General Meeting for a period that cannot exceed five (5) years for each renewal and shall enter into force upon the expiration of the validity period of the previous authorization.</p> <p>4. The above apply accordingly in the case of a decision to issue a bond loan with convertible bonds as well, as per article 71 of Law 4548/2018.</p> <p>5. If the Company has already issued shares of several categories among which the voting rights or the profit participation or the distribution of the product of liquidation differ, it is possible to increase the capital through shares of only one of these categories.</p> <p>6. The amounts, as well as Shareholders' deposits, intended to cover share capital increases, are deposited in a special account held by the Company in any bank legally operating in Greece or in a country of the European Economic Area.</p>	
<p>ARTICLE 7 - PREFERENCE RIGHT</p> <p>1. In any share capital increase, as well as in case of issuance of bonds convertible into shares, a preference right to the entire amount of new capital or corporate bond shall be granted to Shareholders of record, pro rata to their equity holding as at the time of issuance. In the case of a share capital increase by contribution in kind, no such preference right shall be granted to the Shareholders. In case of issuance of shares of more than one category, as per the provisions of article 6, the Shareholders of the other categories of shares shall be granted a preference right only</p>	<p>Article 7 - Preference Right</p> <p>1. In any share capital increase as well as in case of issuance of bonds convertible into shares, a preference right to the entire amount of new capital or corporate bond shall be granted to Shareholders of record, pro rata to their equity holding as at the time of issuance. In the case of a share capital increase by contribution in kind, no such preference right shall be granted to the Shareholders.</p> <p>2. In case of issuance of shares of more than one category, as per the provisions of article 6, the Shareholders of the other categories of shares shall be granted a preference</p>	<p>Maintained as it currently stands.</p>

<p>following non-exercise thereof by the Shareholders of the same category as the new shares.</p>	<p>right only following non-exercise of the said right by the Shareholders of the same category as the new shares.</p>	
<p>ARTICLE 8 - SHARES – SHAREHOLDERS</p> <p>1. The Bank’s shares are nominal, indivisible, paperless, listed on the Athens Exchange. They are kept in book-entry form at the Central Securities Depository under the name “Hellenic Central Securities Depository S.A.” in its capacity as administrator of the Dematerialized Securities System, in accordance with the applicable legislation.</p> <p>2. The Shareholders, their successors, shareholders’ lenders and the legal owners of Bank shares, i.e., indicatively, depositaries, bailees and pledgees, cannot call forth a confiscation or sealing of the property and the books of the Bank or solicit the liquidation or the distribution of corporate property or be involved in the management of the Bank, exercising more rights than those attributed to the Shareholders by the present Articles of Incorporation and the applicable legislation.</p> <p>3. For their relations with the Bank, the Shareholders, without any exceptions, are regarded to be residents of the registered office of the Bank and are subjected to Greek Law. The Shareholders that do not reside in the registered office of the Bank are obliged to appoint a proxy in the registered office of the Bank; otherwise, all the documents of the Bank will be served to the secretary of the Court of First Instance of the registered office of the Bank and be considered as valid. All disputes between the Bank and its Shareholders or between the Bank and any third parties, either deriving from the Articles of Incorporation or from the law, shall be subject to the exclusive jurisdiction of the Courts of Law of the registered office of the Bank, and the latter may be sued only before such courts, including any and all cases of special jurisdiction, unless otherwise stipulated by law or if the dispute has been subject to arbitration.</p> <p>4. The Bank may issue preference shares with or without voting rights. The privilege granted may be to the partial or complete drawing, before the common shares of the Bank, of the distributed dividend, in accordance with</p>	<p>Article 8 - Shares and Shareholders</p> <p>1. The Company’s shares are nominal, indivisible, paperless and listed on the Athens Exchange. They are kept in book-entry form at the Central Securities Depository under the name “Hellenic Central Securities Depository S.A.” in its capacity as administrator of the Dematerialized Securities System, in accordance with the applicable legislation.</p> <p>2. The Shareholders, their successors, Shareholders’ lenders and the legal owners of Company shares, i.e., indicatively, depositaries, bailees and pledgees, cannot call forth a confiscation or sealing of the property and the books of the Company or solicit the liquidation or the distribution of corporate property or be involved in the management of the Company, exercising more rights than those attributed to the Shareholders by the present Articles of Incorporation and the applicable legislation.</p> <p>3. For all their relations with the Company, the Shareholders, without any exceptions, are regarded to be residents of the registered office of the Company and are subject to Greek Law. The Shareholders that do not reside in the registered office of the Company are obliged to appoint a proxy in the registered office of the Company; otherwise, all the documents of the Company will be served to the secretary of the Court of First Instance of the registered office of the Company and be considered as valid. All disputes between the Company and its Shareholders or between the Company and any third parties, either deriving from the Articles of Incorporation or from the law, shall be subject to the exclusive jurisdiction of the courts of law of the registered office of the Company, and the latter may be sued only before such courts, including any and all cases of special jurisdiction, unless otherwise stipulated by law or if the dispute has been subjected to arbitration.</p> <p>4. The Company may issue preference shares with or without voting rights. The privilege granted may be to the partial or complete drawing, before the common shares of the Company, of the distributed dividend, in accordance with the resolution of the competent body on the issuance of preference shares and to the preferential return of the capital paid by the</p>	<p>Replacement of the word “Bank” with the word “Company”.</p>

<p>the resolution of the competent body on the issuance of preference shares and to the preferential return of the capital paid by the holders of preference shares from the product of capital decrease or of liquidation of corporate property, including their participation to the possible amounts above par, which have possibly been paid.</p> <p>5. Granting of other asset privileges, including the drawing of certain interest or participation by priority in the profits from a specific corporate activity, is not excluded.</p> <p>6. The preference shares may also be issued as convertible to common ones or as preference shares of another category. The conversion shall be either mandatory, in accordance with the provisions of the Articles of Incorporation, or implemented through the exercise of a relevant right of the Shareholder provided for in the Articles of Incorporation or in the resolution pertaining to the issuance of the shares. The terms and deadlines of the conversion are determined in the Articles of Incorporation. The right to conversion is exercised by the preference Shareholder individually after a statement to the Bank and the conversion is effective upon receipt of such statement, unless otherwise provided for by the Articles of Incorporation.</p> <p>7. The Bank's share capital may be increased through the issuance of redeemable shares. These shares may also be issued as preference shares with or without voting rights, according to the applicable legislation. Redemption is effected by a declaration of the Bank, in accordance with the resolution of the competent body on the said capital increase and is valid only upon payment of the redemption amount.</p> <p>8. The Bank may acquire equity shares either directly or through a third person acting in its name and/or on its account, in accordance with the applicable legislation.</p>	<p>holders of preference shares from the product of capital decrease or of liquidation of corporate property, including their participation to the possible amounts above par, which have possibly been paid.</p> <p>5. Granting of other asset privileges, including the drawing of certain interest or participation by priority in the profits from a specific corporate activity, is not excluded.</p> <p>6. The preference shares may also be issued as convertible to common ones or as preference shares of another category. The conversion shall be either mandatory, in accordance with the provisions of the Articles of Incorporation, or implemented through the exercise of a relevant right of the Shareholder provided for in the Articles of Incorporation or in the resolution pertaining to the issuance of the shares. The terms and deadlines of the conversion are determined in the Articles of Incorporation. The right to conversion is exercised by the preference Shareholder individually after a statement to the Company and the conversion is effective upon receipt of such statement, unless otherwise provided for by the Articles of Incorporation.</p> <p>7. The Company's share capital may be increased through the issuance of redeemable shares. These shares may also be issued as preference shares with or without voting rights, according to the applicable legislation. Redemption is effected by a declaration of the Company, in accordance with the resolution of the competent body on the said capital increase and is valid only upon payment of the redemption amount.</p> <p>8. The Company may acquire equity shares either directly or through a third person acting in its name and/or on its account, in accordance with the applicable legislation.</p>	
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<p>ARTICLE 9 - COMPOSITION AND TENURE OF THE BOARD OF DIRECTORS</p> <p>1. The Board of Directors, consisting of no less than nine (9) and no more than fifteen (15) Members, shall manage the Bank. A legal entity may also participate in the Board of Directors as a Member, pursuant to article 77 par. 4 of Law 4548/2018.</p> <p>2. The Members of the Board of Directors are elected by the General Meeting and may be re-elected and removed or replaced at any time.</p> <p>3. Without prejudice to paragraph 4, the tenure of the Members of the Board of Directors is quadrennial. The tenure of the Board of Directors may be extended until the termination of the deadline for the convocation of the next Ordinary General Meeting and until the respective resolution has been adopted.</p> <p>4. The General Meeting may resolve on a staggered Board of Directors with partial renewal of tenures or successive tenure expiration. In this case, it is permissible to initially provide for unequal tenures of the Members of the Board of Directors.</p> <p>5. The Members of the Board of Directors shall not be personally liable to a Shareholder or any third party, their liability being limited only to the Bank as a legal entity and only with respect to the administration of corporate affairs.</p>	<p>Article 9 - Composition and Tenure of the Board of Directors</p> <p>1. The Board of Directors, consisting of no less than nine (9) and no more than fifteen (15) Members, shall manage the Company. A legal entity may also participate in the Board of Directors as a Member, pursuant to article 77 par. 4 of Law 4548/2018.</p> <p>2. The Members of the Board of Directors are elected by the General Meeting and may be re-elected and removed or replaced at any time.</p> <p>3. Without prejudice to paragraph 4, the tenure of the Members of the Board of Directors is quadrennial. The tenure of the Board of Directors may be extended until the termination of the deadline for the convocation of the next Ordinary General Meeting and until the respective resolution has been adopted.</p> <p>4. The General Meeting may resolve on a staggered Board of Directors with partial renewal of tenures or successive tenure expiration. In this case, it is permissible to initially provide for unequal tenures of the Members of the Board of Directors.</p> <p>5. The Members of the Board of Directors shall not be personally liable to a Shareholder or any third party, their liability being limited only to the Company as a legal entity and only with respect to the administration of corporate affairs.</p>	<p>Replacement of the word "Bank" with the word "Company".</p>
<p>ARTICLE 10 - REPLACEMENT OF BOARD MEMBERS</p> <p>1. In the event of death, resignation or loss of the capacity of a Member or Members of the Board of Directors in any other way, the Board of Directors may elect replacements for the existing vacancies. The respective election shall be implemented by a resolution of the remaining Members of the Board of Directors, provided that they are at least three (3), and shall be valid for the remainder of the tenure of the replaced Members.</p> <p>2. In any case, the remaining Members of the Board of Directors may carry on with the management and representation of the Bank, without replacing the missing Members, provided that the number of the remaining Members exceeds half (½) of the Members of the Board of</p>	<p>Article 10 - Replacement of Board Members</p> <p>1. In the event of death, resignation or loss of the capacity of a Member or Members of the Board of Directors in any other way, the Board of Directors may elect replacements for the existing vacancies. The respective election shall be implemented by a resolution of the remaining Members of the Board of Directors, provided that they are at least three (3), and shall be valid for the remainder of the tenure of the replaced Members.</p> <p>2. In any case, the remaining Members of the Board of Directors may carry on with the management and representation of the Company, without replacing the missing Members, provided that the number of the remaining Members exceeds half (½) of the Members of the Board of Directors as those were</p>	<p>Replacement of the word "Bank" with the word "Company".</p>

<p>Directors as those were before any of the aforementioned events occurred and is not fewer than three (3).</p> <p>3. Failure on the part of a Member to attend meetings of the Board for a total of six (6) months per year, without a valid reason, shall be construed as a resignation therefrom and such resignation shall be finalized by a resolution of the Board of Directors ascertaining the Member's failure to attend the Board meetings as above.</p> <p>4. The bankruptcy of a Board Member does not entail ipso facto derogation from his/her office, unless the Board of Directors resolves otherwise.</p>	<p>before any of the aforementioned events occurred and is not lower than three (3).</p> <p>3. Failure on the part of a Member to attend meetings of the Board for a total of six (6) months per year, without a valid reason, shall be construed as a resignation therefrom and such resignation shall be finalized as of the date of the resolution of the Board of Directors ascertaining the Member's failure to attend the Board meetings as above.</p> <p>4. The bankruptcy of a Board Member does not entail ipso facto derogation from his/her office, unless the Board of Directors resolves otherwise.</p>	
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<p>ARTICLE 11 - CONSTITUTION OF THE BOARD OF DIRECTORS</p> <p>1. The Board of Directors elects from among its Members, by absolute majority of the present and/or represented Members, the Chair. In addition, the Board of Directors may elect the Chief Executive Officer, and/or Deputy CEO/s and/or Executive General Managers and their deputies. Furthermore, the Board of Directors appoints the Executive and the Non-Executive Members, apart from the Non-Executive Independent Members, in accordance with the applicable legislation and assigns competencies which may be modified by a resolution of the same body.</p> <p>2. The Chair of the Board of Directors shall convene the Board of Directors, shall preside and shall chair the meetings, having the powers provided for in the applicable legislation. The Board of Directors may elect a Vice Chair.</p> <p>3. The first meeting of the Board of Directors, following the election of its Members by the General Meeting of Shareholders, is convoked upon an invitation by its senior in age Member.</p> <p>4. The General Meeting may award the title of Honorary Chair of the Board of Directors to persons who made a significant contribution to the progress and development of the Bank.</p> <p>5. The Board of Directors' meetings are attended by a Secretary appointed by a resolution of the Board of Directors who may be one of its Members or any other third party.</p>	<p>Article 11 - Constitution of the Board of Directors</p> <p>1. The Board of Directors elects from among its Members, by absolute majority of the present and/or represented Members, the Chair and the Chief Executive Officer. In addition, the Board of Directors may elect a Vice Chair or Vice Chairs, and/or Deputy CEO/s and/or General Managers and/or Executive General Managers and their deputies. Furthermore, the Board of Directors appoints the Executive and the Non-Executive Members, apart from the Non-Executive Independent Members, in accordance with the applicable legislation and assigns competencies which may be modified by a resolution of the same body.</p> <p>2. The Chair of the Board of Directors shall convene the Board of Directors, shall preside and shall chair the meetings, having the powers provided for in the applicable legislation.</p> <p>3. The first meeting of the Board of Directors, following the election of its Members by the General Meeting of Shareholders, is convoked upon an invitation by its senior in age Member.</p> <p>4. The General Meeting of Shareholders may award the title of Honorary Chair of the Board of Directors to persons who made a significant contribution to the progress and development of the Company.</p> <p>5. The Board of Directors' meetings are attended by a Secretary appointed by a resolution of the Board of Directors who may be one of its Members or any other third party.</p>	<p>Replacement of the word "Bank" with the word "Company".</p> <p>Minor rephrasing of par. 1, in order to be aligned with the Company's Corporate Governance Code and to make clear that the Board of Directors elects from among its Members both the Chair and the Chief Executive Officer.</p> <p>Transfer of the last indent of par. 2 of Article 11 of the current Articles of Incorporation to par. 1 of the same Article for reasons of better coherence of the relevant provision and addition of the Board of Directors' option to also elect General Managers.</p> <p>Minor rephrasing of par. 3 of Article 11 of the Greek version of the Articles of Incorporation.</p>
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<p>ARTICLE 12 - MEETINGS OF THE BOARD OF DIRECTORS</p> <p>1. The Board of Directors shall meet in the Bank's registered office or, following a written notification or a notification via electronic means by the Chair, outside its registered office, in any other country of the European Union or wherever the Bank or the Group to which it belongs has a presence.</p> <p>2. The Chair, if absent or prevented from attending, shall be substituted by the Vice Chair (if such a position has been filled) or otherwise by the ranking senior, in terms of tenure, Non-Executive Member; should more than one such Members exist, the Chair shall be substituted by the senior in age Member among them or by the next ranking senior in terms of tenure or (as the case may be) senior in age Member or by a Member defined by the Board of Directors. The substitution in question pertains solely to the exercise of the authorities of the Chair of the Board of Directors.</p> <p>3. The compilation and signing of the Minutes by all the Members of the Board of Directors or their proxies equals to a resolution of the Board of Directors, even if a Meeting has not taken place.</p> <p>4. The Board of Directors may validly meet by teleconference, in respect of some or all of its Members. In this event, the invitation to the Members of the Board of Directors includes the necessary information for their participation in the meeting.</p>	<p>Article 12 - Meetings of the Board of Directors</p> <p>1. The Board of Directors shall meet in the Company's registered office or, following a written notification or a notification via electronic means by the Chair, outside its registered office, in any other country of the European Union or wherever the Company or the Group to which it belongs has a presence.</p> <p>2. The Chair, if absent or prevented from attending, shall be substituted by the Vice Chair (if such a position has been filled) or otherwise by the ranking senior, in terms of tenure, Non-Executive Member; should more than one such Members exist, the Chair shall be substituted by the senior in age Member among them or by the next ranking senior in terms of tenure or (as the case may be) senior in age Member or by a Member defined by the Board of Directors. The substitution in question pertains solely to the exercise of the authorities of the Chair of the Board of Directors.</p> <p>3. The drafting and signing of the Minutes by all the Members of the Board of Directors or their proxies equals to a resolution of the Board of Directors, even if a Meeting has not taken place.</p> <p>4. The Board of Directors may validly meet by teleconference, in respect of some or all of its Members. In this event, the invitation to the Members of the Board of Directors includes the necessary information for their participation in the meeting.</p>	<p>Replacement of the word "Bank" with the word "Company".</p> <p>Minor rephrasing of par. 1 and 2 of Article 12 of the Greek version of the Articles of Incorporation.</p>
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<p>ARTICLE 13 - QUORUM OF THE BOARD OF DIRECTORS</p> <p>1. The Board of Directors is in a quorum and convenes validly when at least half (½) of its Members plus one (1) are present or represented. However, the number of Members personally present may never be less than six (6). By exception, when the Board of Directors meets (in whole or partially) by teleconference, the participating Members of the Board of Directors should have the minimum quorum required by the Articles of Incorporation, while the physical presence of the minimum number of Members is not required. The quorum is determined using absolute numbers.</p> <p>2. A Member of the Board of Directors, who is absent from a meeting for any reason whatsoever, may be represented by another Member of the Board of Directors the absentee has authorized via a letter, a telex, a cable, a telefax or an e-mail addressed to the Board of Directors. A Member of the Board of Directors may represent only one (1) absent Member.</p>	<p>Article 13 - Quorum of the Board of Directors</p> <p>1. The Board of Directors is in a quorum and convenes validly when at least half (½) of its Members plus one (1) are present or represented. However, the number of Members personally present may never be less than six (6). By exception, when the Board of Directors meets (in whole or partially) by teleconference, the participating Members of the Board of Directors should have the minimum quorum required by the Articles of Incorporation, while the physical presence of the minimum number of Members is not required. The quorum is determined using absolute numbers.</p> <p>2. A Member of the Board of Directors, who is absent from a meeting for any reason whatsoever, may be represented by another Member of the Board of Directors the absentee has authorized via a letter, a telex, a cable, a telefax or an e-mail addressed to the Board of Directors. A Member of the Board of Directors may represent only one (1) absent Member.</p>	<p>Minor rephrasing of par. 1 of Article 13 of the Greek version of the Articles of Incorporation.</p>
<p>ARTICLE 14 - MAJORITY OF THE BOARD OF DIRECTORS</p> <p>Unless otherwise stipulated by law or the present Articles of Incorporation, the resolutions of the Board of Directors shall be passed by absolute majority of the Members present or duly represented.</p>	<p>Article 14 - Majority of the Board of Directors</p> <p>Unless otherwise stipulated by law or the present Articles of Incorporation, the resolutions of the Board of Directors shall be passed by absolute majority of the Members present or represented.</p>	<p>Maintained as it currently stands.</p>

<p>ARTICLE 15 - RESPONSIBILITIES OF THE BOARD OF DIRECTORS – DELEGATION OF RESPONSIBILITIES</p> <p>1. The Board of Directors represents the Bank and is qualified to resolve on every action concerning the Bank’s management, the administration of its property and the promotion of its scope of business in general. Indicatively, the Board of Directors is qualified to resolve on the issuance of all kinds of bond loans, with the exception of those which belong to the exclusive competence of the General Meeting.</p> <p>2. The Board of Directors may, following a resolution, delegate, in whole or in part, the management and/or the representation of the Bank to one or more persons, Members of the Board of Directors, Executives or Employees of the Bank or third parties, while defining simultaneously with the above resolution, the extent of the relevant delegation as well as the possibility to further assign the powers granted.</p> <p>3. The Board of Directors may establish an Executive Committee and delegate certain powers and competencies to it. The composition, responsibilities, competencies, decision-making process and the overall operation of the Executive Committee should be set out in a respective resolution of the Board of Directors. The said resolution may be amended by a later resolution of the same body.</p>	<p>Article 15 - Responsibilities of the Board of Directors – Delegation of Responsibilities</p> <p>1. The Board of Directors represents the Company and is qualified to resolve on every action concerning the Company’s management, the administration of its property and the promotion of its scope of business in general. Indicatively, the Board of Directors is qualified to resolve on the issuance of all kinds of bond loans, with the exception of those which belong to the exclusive competence of the General Meeting.</p> <p>2. The Board of Directors may, following a resolution, delegate, in whole or in part, the management and/or the representation of the Company to one or more persons, Members of the Board of Directors, Executives or Employees of the Company or third parties, while defining simultaneously with the above resolution, the extent of the relevant delegation as well as the possibility to further assign the powers granted. The Board of Directors may also delegate the internal audit of the Company to one or more persons, which are not Members of the Board of Directors, in accordance with the applicable legislation.</p> <p>3. The Board of Directors may establish an Executive Committee and delegate certain powers and competencies to it. The composition, responsibilities, competencies, decision-making process and the overall operation of the Executive Committee should be set out in a respective resolution of the Board of Directors. The said resolution may be amended by a later resolution of the same body.</p>	<p>Replacement of the word “Bank” with the word “Company”.</p> <p>Addition of a new paragraph to par. 2 as follows: <i>“The Board of Directors may also delegate the internal audit of the Company to one or more persons, which are not Members of the Board of Directors, in accordance with the applicable legislation.”</i>, in accordance with the discretion provided by par. 1 of Article 87 of Law 4548/2018.</p>
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<p>ARTICLE 16 - MINUTES OF THE BOARD OF DIRECTORS</p> <p>1. The Minutes of the deliberations and resolutions of the Board of Directors shall be recorded concisely in a special book, which may also be kept electronically, and are signed by the Members present at the meetings.</p> <p>2. The Chair of the Board of Directors, the persons mentioned in article 12 par. 2, the Chief Executive Officer and the Secretary issue and sign the transcripts and the excerpts of the Minutes of the Board of Directors, without any further ratification.</p> <p>3. A Member of the Board of Directors may request that his/her opinion is written in the relevant Minutes but may not refuse to sign them. Otherwise, reference is made to the relevant Minutes of his/her refusal to sign them.</p> <p>4. The signatures of the Members of the Board of Directors may be replaced by an exchange of e-mail messages, pursuant to the applicable legislation.</p>	<p>Article 16 - Minutes of the Board of Directors</p> <p>1. The deliberations and resolutions of the Board of Directors shall be recorded concisely in a special book of Minutes, which may also be kept electronically, and the Minutes are signed by the Members present at the meetings.</p> <p>2. The Chair of the Board of Directors, the persons mentioned in article 12 par. 2, the Chief Executive Officer and the Secretary issue and sign the transcripts and the excerpts of the Minutes of the Board of Directors, without any further ratification.</p> <p>3. A Member of the Board of Directors may request that his/her opinion is recorded in the relevant Minutes but may not refuse to sign them. Otherwise, reference is made to the relevant Minutes of his/her refusal to sign them.</p> <p>4. The signatures of the Members of the Board of Directors may be replaced by an exchange of e-mail messages or other electronic means, pursuant to the applicable legislation.</p>	<p>Rephrasing of par. 1 of Article 16 of the current Articles of Incorporation, in accordance with par. 1 of Article 93 of Law 4548/2018. Addition in par. 4 of the words “<i>or other electronic means</i>”, in order to adapt to technological developments.</p>
<p>ARTICLE 17 - REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS</p> <p>Without prejudice to the provisions pertaining to the remuneration policy and to the remuneration report (articles 110-112 of Law 4548/2018), by a resolution of the General Meeting reached by simple quorum and majority, a remuneration may be granted to the Members of the Board of Directors which pertains to a participation in the profits of the respective fiscal year.</p>	<p>Article 17 - Remuneration of the Members of the Board of Directors</p> <p>Without prejudice to the provisions pertaining to the remuneration policy and to the remuneration report (articles 110-112 of Law 4548/2018), by a resolution of the General Meeting reached by simple quorum and majority, a remuneration may be granted to the Members of the Board of Directors which pertains to a participation in the profits of the respective fiscal year.</p>	<p>Maintained as it currently stands.</p>

<p>ARTICLE 18 - CONVOCAATION OF THE GENERAL MEETING</p> <p>The General Meeting shall be convened by the Board of Directors, or otherwise as stipulated by the applicable legislation, at the Bank's registered office or in the district of another municipality within the prefecture of the registered office or another contiguous municipality to the registered office or in the registered office of the Athens Exchange in which the Bank's shares are listed for trading, at least once in the course of the fiscal year at the latest by the tenth calendar day of the ninth month following the end of the fiscal year (Ordinary General Meeting) or on an ad hoc basis.</p>	<p>Article 18 - Convocation of the General Meeting</p> <p>The General Meeting shall be convened by the Board of Directors, or otherwise as stipulated by the applicable legislation, at the Company's registered office or in the district of another municipality within the prefecture of the registered office or another contiguous municipality to the registered office or in the registered office of the Athens Exchange in which the Company's shares are listed for trading, at least once in the course of the fiscal year at the latest by the tenth calendar day of the ninth month following the end of the fiscal year (Ordinary General Meeting) or on an ad hoc basis.</p>	<p>Replacement of the word "Bank" with the word "Company".</p>
<p>ARTICLE 19 - PRESIDIUUM OF THE GENERAL MEETING</p> <p>The General Meeting shall be presided over provisionally by the Chair of the Board of Directors and he/she shall name provisional secretaries and ballot-collectors, until the list of Shareholders with a right to participate in the General Meeting has been ratified and the regular Presidium, i.e. the permanent Chair as well as the permanent secretaries and the ballot-collectors, is elected by the General Meeting.</p>	<p>Article 19 - Presidium of the General Meeting</p> <p>The General Meeting shall be presided over provisionally by the Chair of the Board of Directors and he/she shall name provisional secretaries and ballot-collectors, until the list of Shareholders with a right to participate in the General Meeting has been ratified and the regular Presidium, i.e. the permanent Chair as well as the permanent secretaries and the ballot-collectors, is elected by the General Meeting.</p>	<p>Maintained as it currently stands.</p>

<p>ARTICLE 20 - PARTICIPATION IN THE GENERAL MEETING</p> <p>1. Persons having the Shareholder capacity on the record date, as defined by the applicable legislation, are entitled to participate in the General Meeting. Shareholders must timely and properly abide by the provisions of the law and the relevant invitation to the General Meeting. In any other case, their participation will be allowed only upon permission from the General Meeting.</p> <p>2. Shareholders participate in the General Meeting either in person or by proxy. Minors, persons under judicial guardianship and legal entities shall be represented in accordance with the applicable legislation. The appointment and revoking of representatives is effected in writing (via private or public document) or, upon a resolution by the Board of Directors, via electronic mail and/or other electronic means of communication, in accordance with the instructions included in the invitation to the General Meeting.</p> <p>3. Following a relevant resolution of the Board of Directors and pursuant to the applicable legislation, the proceedings of the General Meeting may take place via teleconference.</p> <p>4. Following a resolution of the Board of Directors, it may be resolved that Shareholders may participate in the General Meeting via an absentee ballot, i.e. by mail or by electronic means, prior to the General Meeting, in accordance with the applicable legislation and with the instructions included in the invitation to the General Meeting.</p> <p>5. The Members of the Board of Directors and the auditors of the Bank may attend the General Meeting. Under the responsibility of the Chair of the General Meeting, the presence of other persons not having the Shareholder capacity may be allowed.</p>	<p>Article 20 - Participation in the General Meeting</p> <p>1. Persons having the Shareholder capacity on the record date, as defined by the applicable legislation, are entitled to participate in the General Meeting. Shareholders must timely and properly abide by the provisions of the law and the relevant invitation to the General Meeting. In any other case, their participation will be allowed only upon permission from the General Meeting.</p> <p>2. Shareholders participate in the General Meeting either in person or by proxy. Minors, persons under judicial guardianship and legal entities shall be represented in accordance with the applicable legislation. The appointment and revoking or replacement of representatives is effected in writing (via private or public document) or, upon a resolution by the Board of Directors, via electronic mail and/or other electronic means of communication, in accordance with the instructions included in the Invitation to the General Meeting.</p> <p>3. Following a resolution of the Board of Directors and pursuant to the applicable legislation, the proceedings of the General Meeting may take place via teleconference.</p> <p>4. Following a resolution of the Board of Directors, it may be resolved that Shareholders may participate in the General Meeting via an absentee ballot, i.e. by mail or by electronic means, prior to the General Meeting, in accordance with the applicable legislation and with the instructions included in the invitation to the General Meeting.</p> <p>5. The Members of the Board of Directors and the auditors of the Company may attend the General Meeting. Upon permission granted by the Chair of the General Meeting, the presence of other persons not having the Shareholder capacity may be allowed.</p>	<p>Replacement of the word "Bank" with the word "Company".</p> <p>Addition in the third indent of par. 2 of the words "<i>or replacement</i>" before the words "<i>of representatives</i>".</p> <p>Deletion in par. 3 of Article 20 of the current Articles of Incorporation of the word "relevant".</p> <p>Replacement in par. 5 of Article 20 of the current Articles of Incorporation of the words "<i>Under the responsibility of the Chair of the General Meeting</i>" with the words "<i>Upon permission granted by the Chair of the General Meeting</i>".</p>
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<p>ARTICLE 21 - COMPETENCES OF THE GENERAL MEETING</p> <p>The General Meeting of Shareholders shall be the supreme governing body of the Bank and may resolve on all corporate affairs, in accordance with the applicable legislation. The resolutions of the General Meeting which are in accordance with applicable law shall be binding upon absent and dissenting Shareholders as well.</p>	<p>Article 21 - Competences of the General Meeting</p> <p>The General Meeting of Shareholders shall be the supreme governing body of the Company and may resolve on all corporate affairs, in accordance with the applicable legislation. The resolutions of the General Meeting which are in accordance with applicable law shall be binding upon absent and dissenting Shareholders as well.</p>	<p>Replacement of the word "Bank" with the word "Company".</p>
<p>ARTICLE 22 - MINUTES OF THE GENERAL MEETING</p> <p>1. The deliberations and the resolutions of the General Meeting shall be recorded in summary in a special book of Minutes and shall be signed by the Chair and the Secretary of the Meeting.</p> <p>2. The Chair of the General Meeting bears the obligation to register a precise summary of the view of any Shareholder in the Minutes, if so requested by the Shareholder, unless it pertains to issues evidently not relevant to the agenda or its content is clearly contrary to the moral customs and to the law.</p> <p>3. The Chair of the General Meeting or a person appointed by the Board of Directors may issue transcripts of the aforementioned Minutes.</p>	<p>Article 22 - Minutes of the General Meeting</p> <p>1. The deliberations and the resolutions of the General Meeting shall be recorded in summary in a special book of Minutes and the Minutes shall be signed by the Chair and the Secretary of the Meeting.</p> <p>2. The Chair of the General Meeting or a person appointed by the Board of Directors may issue transcripts of the aforementioned Minutes.</p>	<p>Deletion of par. 2 of Article 22 of the current Articles of Incorporation due to repetition of par. 1 of article 134 of Law 4548/2018 and respective renumbering of par. 3 of this Article to par. 2.</p>
<p>ARTICLE 23 - FISCAL YEAR</p> <p>The fiscal year lasts twelve months, commencing on January 1st and terminating on December 31st of each year.</p>	<p>Article 23 - Fiscal year</p> <p>The fiscal year lasts twelve months, commencing on January 1st and terminating on December 31st of each year.</p>	<p>Maintained as it currently stands.</p>

<p>ARTICLE 24 - DISTRIBUTION OF PROFITS</p> <p>1. The net profits of the Bank are reported in the income statement and are those that arise in accordance with the applicable legislation. More specifically, the Bank's net profits, provided that and to the extent to which they may be appropriated in accordance with the applicable legislation, shall be appropriated under a General Meeting resolution in the following order:</p> <p>a) Deduction of the amounts of credit items in the income statement not constituting realized profit;</p> <p>b) Deduction of the percentage specified by Law 4548/2018 and by the Articles of Incorporation to apply towards an ordinary reserve;</p> <p>c) Deduction of the required amount for payment of the minimum dividend, pursuant to article 161 of Law 4548/2018;</p> <p>d) The distribution of the net profits' balance as well as of any other profits that may occur and may be appropriated, pursuant to article 159 of Law 4548/2018, will be made in accordance with the Articles of Incorporation and the resolutions of the General Meeting.</p> <p>2. The amount to be distributed to Shareholders shall be paid thereto within two (2) months as of the Resolution of the Ordinary General Meeting approving the annual financial statements and resolving on the distribution.</p> <p>3. The Board of Directors may authorize the payment of an interim dividend, in accordance with the applicable legislation.</p> <p>4. The General Meeting shall fix the day of payment of the dividend and of the interim dividend. The Shareholders entitled to a dividend shall be those who are registered in the records of the "Hellenic Central Securities Depository S.A." on a date to be determined by the Board of Directors in accordance with the applicable legislation.</p> <p>5. The right to collect dividends shall be subject to the statute of limitations as stipulated by the law. No interest shall be payable on dividends.</p> <p>6. The Shareholders have a right to the net profits of the Bank as well as to the product of its liquidation,</p>	<p>Article 24 - Distribution of Profits</p> <p>1. The distribution of profits that are permitted to be appropriated, in accordance with the applicable legislation, is effected pursuant to the decisions of each General Meeting of Shareholders.</p> <p>2. The Board of Directors may authorize the payment of an interim dividend, in accordance with the applicable legislation.</p> <p>3. The right to collect dividends shall be subject to the statute of limitations as stipulated by the law. No interest shall be payable on dividends.</p> <p>4. The Shareholders have a right to the net profits of the Company as well as to the product of its liquidation, corresponding to the number of shares they hold and to their nominal value.</p>	<p>Deletion of par. 1 and 2 of Article 24 of the current Articles of Incorporation due to repetition of the provisions of article 160 of Law 4548/2018.</p> <p>Renumbering of par. 3, 5, 6 of the current Article 24 to par. 2, 3 and 4, respectively, of the proposed Article and deletion of par. 4 of Article 24 of the current Articles of Incorporation.</p>
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<p>corresponding to the number of shares they hold and to their nominal value.</p>		
	<p>Article 25 - Participation of Members of the Board of Directors and the Management in the boards of directors or in the management of affiliated companies</p> <p>The Members of the Board of Directors, members of the Management and Managers of the Company are allowed to provide services and/or participate in the boards of directors and/or in the management of companies affiliated with the Company, according to the law.</p>	<p>Introduction of a new provision in order to utilize the discretion of Article 98 par. 1 of Law 4548/2018, so that the Members of the Board of Directors, members of the Management and Managers of the Company may provide their services and/or participate in boards of directors and/or in the management of companies affiliated with the Company, according to the law.</p>
<p>ARTICLE 25</p> <p>1. Any reference to a provision of the law is regarded as a reference to its current form and phrasing each time.</p> <p>2. In all matters not covered by the present Articles of Incorporation, the relevant provisions of Law 4548/2018 shall apply and, on the aforementioned matters, in cases where Law 4548/2018 relegates authority, loose interpretations or privileges, these are regarded as incorporated by reference to the present Articles of Incorporation.</p>	<p>Article 26</p> <p>1. Any reference to a provision of the law is regarded as a reference to its current form and phrasing each time.</p> <p>2. For all matters not covered by the present Articles of Incorporation, the relevant provisions of Law 4548/2018 shall apply and, on the aforementioned matters, in cases where Law 4548/2018 relegates authority, loose interpretations or privileges, these are regarded as incorporated by reference in the present Articles of Incorporation.</p>	<p>Maintained as it currently stands and renumbered to Article 26.</p>